

Memo to: Rob Nalley
From: Bob Brockman
Subject: Bob Brockman – stand down

The first reason that I am standing down at this point is largely due to fatigue – plus recognition that I am in the final 20 percent of my life (if I am lucky).

The next reason is that I am very proud of the company that I have led – and do not want to see it fall apart.

A sale effort in the early part of this year – would not have been successful.

A buyer would have looked at two aged guys (you and me) – plus a bunch of specialized VP's with no clear path to the same high levels of profitability currently enjoyed.

Buyers would have used that weakness to beat us up.

I could have gotten past this objection by signing up for a 5 year management agreement – but that would have left me chained to the email monster.

I have a lot tied up in my 1% of sales proceeds reward. It is important for me to see that a sale process occurs at a good multiple. It is even more important to you.

This is what I am going to do.

My plan going forward is to give up all my rank and title – and become Advisor to the CEO – on or before my birthday – May 28th

My intent is to work 4-5 more years helping teach the next generation everything I know about how to run the company efficiently.

This will culminate in a successful sales process. Along the way my goal is to help the new leadership improve EBITDA results by 50% or more.

That is my plan.

Your situation is different, but very similar in many respects.

We both are at the grandkids phase of life – where we want to see them and help them be successful at life. You are in Oregon half the month. I will be in Colorado in the summer time.

We both earn a good monthly income.

We have been friends and comrades-at-arms for half a century. I would have very good feelings about us riding out into the sundown together.

Your Plan

I believe that I have sufficient authority left to guarantee your current annual compensation for the next five years.

My recommendation is that you resign as Vice Chairman and President and take the same title as mine – which will be Advisor to the CEO.

We then work together to help the ExComm members learn their jobs so that when we finally stand down, the company will display by far the best leadership team in our industry.

You will also have Advisory charter over the following:

- Legal must have your approval (veto power) to decide whether or not to settle any lawsuit. From a day-to-day operational standpoint, Scott Cherry will report to Craig Moss. You will be the Advisor.
- Aviation department - Aircraft operation and maintenance including new personnel will be your charter
- Charlie Zeto reports to Craig Moss with regards to reviews and salary adjustments – plus reporting. You will be the Advisor.

- Jerry Kirwan and the Documents Business will report to Tommy Barras. You will be his Advisor.